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Reorganized Debtors*

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., et al.,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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**JOINT STIPULATION AND ORDER AMONG THE  
REORGANIZED DEBTORS, GENERAL MOTORS LLC AND THE  
UNITED STATES OF AMERICA TO MODIFY STIPULATION AND ORDER**

This stipulation and order (this “Stipulation”) is entered into by and among DPH Holdings Corp. (“DPH Holdings” or “DPH” and, together with certain of its affiliated reorganized debtors in the above-captioned chapter 11 cases the “Reorganized Debtors”), General Motors LLC (“New GM”) and the United States of America, along with its agencies and employees (the “United States,” and collectively

with the Reorganized Debtors and New GM, the "Parties," and each individually, a "Party").

### **RECITALS**

**WHEREAS**, on October 21, 2013, the Reorganized Debtors and New GM presented to the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") their Stipulation and Order Partially Resolving Funding Dispute Between Reorganized Debtors and General Motors LLC, which partially resolved the funding disputes between the Reorganized Debtors and New GM relating to the wind up of the Reorganized Debtors (the "Stipulation and Order"). The Stipulation and Order also constituted a joint request by the Reorganized Debtors and New GM (i) for a finding that the terms set forth therein contain confidential commercial information that may cause the Reorganized Debtors and New GM commercial injury, and (ii) that the Clerk of the Bankruptcy Court be authorized and directed to docket a redacted version of the Stipulation and Order.

**WHEREAS**, on October 23, 2013, the Bankruptcy Court "So Ordered" the Stipulation and Order, and the Clerk of the Bankruptcy Court docketed a redacted copy of the Stipulation and Order (the "Redacted Stipulation and Order") [Docket No. 222000].

**WHEREAS**, the Parties seek to address the request by the United States for the production of an unredacted copy of the Stipulation and Order by modifying the terms thereof, solely for the purposes set forth herein.

**NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED**, by  
and among counsel for the Reorganized Debtors, New GM and the United States:

1. The foregoing recitals are hereby fully incorporated into and made  
an express part of this Stipulation.

2. The Reorganized Debtors and New GM are authorized to provide  
the United States with a partially redacted Stipulation and Order in a form agreed to by  
the Parties (the "Partially Redacted Stipulation and Order").

3. The United States shall maintain the confidentiality of the Partially  
Redacted Stipulation and Order and the provisions thereof in accordance with prior  
orders of the Bankruptcy Court, except as provided in paragraphs 4 and 5, below.  
Except as expressly provided herein, the Parties reserve all rights with respect to  
whether any portion of the Stipulation and Order can be properly sealed.

4. This Order shall not restrict the transfer of the Partially Redacted  
Stipulation and Order by the United States in response to a subpoena, Freedom of  
Information Act request, Congressional inquiry or discovery demand in another  
proceeding in a court of competent jurisdiction; provided, however, that the United  
States must provide the Reorganized Debtors and New GM, through their counsel, at  
least ten days' written notice in advance of any such transfer.

5. Employees of the Department of Justice who are assigned to any  
pending criminal investigation or criminal matter shall have access to the Partially  
Redacted Stipulation and Order for their unrestricted use in such criminal investigation  
or criminal matter.

6. Each person who executes this Stipulation by or on behalf of the Parties warrants and represents that such person has been duly authorized and empowered to execute and deliver this Stipulation on behalf of that Party.

7. This Stipulation may be executed in any number of counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument, with facsimile and PDF signature pages deemed to be originals.

8. This Court shall retain jurisdiction to hear any matters or disputes arising from or relating to this Stipulation.

Dated: New York, New York  
October 30, 2013

DPH Holdings Corp., et al.,  
By Their Attorneys  
TOGUT, SEGAL & SEGAL LLP  
By:

/s/ Neil M. Berger  
NEIL M. BERGER  
STEVEN S. FLORES  
One Penn Plaza, Suite 3335  
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Dated: New York, New York  
October 30, 2013

GENERAL MOTORS LLC  
By Its Attorneys  
KING & SPALDING LLP  
By:

/s/ Scott Davidson  
ARTHUR STEINBERG  
SCOTT DAVIDSON  
1185 Avenue of the Americas  
New York, New York 10036  
(212) 556-2100

Dated: New York, New York  
October 29, 2013

PREET BHARARA  
United States Attorney for the  
Southern District of New York  
By:

/s/ Cristine I. Phillips  
CRISTINE IRVIN PHILLIPS  
Assistant United States Attorney  
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(212) 637-2696

SO ORDERED:

this 30th day of October, 2013  
in White Plains, New York

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE